

# FIRST UNION RAIL

One O'Hare Centre  
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Rosemont, IL 60018

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Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W., Suite 100  
Washington, DC 20024  
Attn: Documents for Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated December 1, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 27252

The names and addresses of the parties to the enclosed document are:

Lessor. First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee. Canadian National Railway Company  
935 de La Gauchetiere St West  
Montreal, Quebec H3B 2M9  
Canada

A description of the railroad equipment covered by the enclosed document is for ninety seven (97) box cars having NOKL marks (see Exhibit A for car numbers)

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

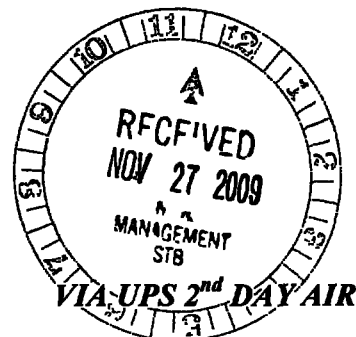
Sincerely,



Marcia Dunne  
Senior Documentation Specialist

Enclosures

(CN137/137A)



November 24, 2009

RECORDATION NO. 27252-EE FILED

NOV 27 '09 -2 5 9 PM

**SURFACE TRANSPORTATION BOARD**

NOV 27 '09 -2 5 9 PM

ASSGN. NO. CN137/CN137A

## MEMORANDUM OF LEASE – RIDER NO. 24

SURFACE TRANSPORTATION BOARD

**THIS MEMORANDUM OF LEASE** (the “Memorandum of Lease”) is made and entered into as of December 1, 2008 by and between the Montreal branch of First Union Rail Corporation (“Lessor”), a North Carolina corporation, and Canadian National Railway Company (“Lessee”), a Canadian corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement dated as of January 1, 2004 (the “Agreement”) and Rider No. 24 thereto dated as of December 1, 2008 (the “Rider”), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Agreement and Rider which are incorporated herein by reference.

**IN WITNESS WHEREOF**, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation)

**LESSOR:**

FIRST UNION RAIL CORPORATION

Name: Susan A. BarrieTitle: Regional Vice President, SalesSignature: **LESSEE:**

CANADIAN NATIONAL RAILWAY COMPANY

Name: John A N. LamontTitle: Sr. Manager, Asset FinanceSignature: 

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Ninety-seven (97).

DESCRIPTION OF CARS:   60'9" interior length, 286,000 lb. GRL. Plate F box cars  
equipped with double plug doors (total opening 16'). Cars were  
built in 1999

**CAR NUMBERS:**

NOKL 603200	NOKL 603226	NOKL 603251	NOKL 603277
NOKL 603201	NOKL 603227	NOKL 603252	NOKL 603278
NOKL 603202	NOKL 603228	NOKL 603253	NOKL 603279
NOKL 603203	NOKL 603229	NOKL 603254	NOKL 603281
NOKL 603204	NOKL 603230	NOKL 603255	NOKL 603282
NOKL 603205	NOKL 603231	NOKL 603256	NOKL 603283
NOKL 603206	NOKL 603232	NOKL 603257	NOKL 603284
NOKL 603207	NOKL 603233	NOKL 603258	NOKL 603285
NOKL 603208	NOKL 603234	NOKL 603259	NOKL 603286
NOKL 603209	NOKL 603235	NOKL 603260	NOKL 603287
NOKL 603210	NOKL 603236	NOKL 603261	NOKL 603288
NOKL 603211	NOKL 603237	NOKL 603262	NOKL 603289
NOKL 603212	NOKL 603238	NOKL 603263	NOKL 603290
NOKL 603214	NOKL 603239	NOKL 603264	NOKL 603291
NOKL 603215	NOKL 603240	NOKL 603265	NOKL 603292
NOKL 603216	NOKL 603241	NOKL 603267	NOKL 603293
NOKL 603217	NOKL 603242	NOKL 603268	NOKL 603294
NOKL 603218	NOKL 603243	NOKL 603269	NOKL 603295
NOKL 603219	NOKL 603244	NOKL 603270	NOKL 603296
NOKL 603220	NOKL 603245	NOKL 603271	NOKL 603297
NOKL 603221	NOKL 603246	NOKL 603272	NOKL 603298
NOKL 603222	NOKL 603247	NOKL 603273	NOKL 603299
NOKL 603223	NOKL 603248	NOKL 603274	
NOKL 603224	NOKL 603249	NOKL 603275	
NOKL 603225	NOKL 603250	NOKL 603276	